

**ITEL**

May 9, 1986

*14165-VV*  
AUG 22 1986 - 12 15 PM

INTERSTATE COMMERCE COMMISSION

**Ite Rail Corporation**

No. 55 Francisco Street  
San Francisco, California 94133  
(415) 984-4000

6 234A052

Date ... AUG 22 1986 ...  
Fee \$ 10.00

ICC Washington, D. C.

Honorable James H. Bayne, Secretary  
Interstate Commerce Commission  
Washington, DC 20423

**Re: Supplement No. 51 to the Consolidated, Amended, and Restated Equipment Trust Agreement - Amendment No. 1 to the Arkansas and Louisiana Missouri Railway Company Sublease of January 24, 1986 and Amendment No. 1**

Dear Mr. Bayne:

On behalf of Ite Rail Corporation, the above instrument, in four (4) counterparts, is hereby submitted for filing and recording pursuant to 49 USC §11303(a), along with a check in the amount of \$20 covering the recordation fee.

*this one is 14165-VV*  
Please record this Supplement under Recordation No. 14165 and cross-index same with the Sublease Agreement dated January 24, 1986 between Ite Rail Corporation and Arkansas and Louisiana Missouri Railway Company, which was filed with the ICC on April 4, 1986 and given Recordation No. 14934.

The names and addresses of the parties to the aforementioned Supplement are listed below:

Ite Rail Corporation (Lessor)  
55 Francisco Street  
San Francisco, California 94133

North Louisiana & Gulf Railroad Company (Sublessee)  
Post Office Drawer 550  
Hodge, Louisiana 71247

The equipment covered by this Supplement is twenty-nine (29) 60-foot, 100-ton, Plate C, XM boxcars bearing reporting marks ALM 1250-1278.

Once filed, please return to the bearer the stamped counterparts not required for filing purposes along with the fee receipt and a letter from the ICC acknowledging the filing.

Very truly yours,

*Josie Villaflores*  
Josie Villaflores  
Legal Assistant

JV:ps  
Enclosures

cc: Robert S. Clark  
J. Michael Kelly  
Ginny Hanger

ICC OFFICE OF  
THE SECRETARY  
AUG 22 12 02 PM '86  
MOTOR CARRIER UNIT

Interstate Commerce Commission  
Washington, D.C. 20423

8/22/86

OFFICE OF THE SECRETARY

Josie Villaflores  
Legal Assistant  
Itel Rail Corporation  
55 Francisco Street  
San Francisco, Calif. 94133

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/22/86 at 12:15pm, and assigned re-recording number(s). 14165-VV & 14165-WW

Sincerely yours,

*Norita K. McGee*  
Secretary

Enclosure(s)

05/05/86

14165-UV  
AUG 22 1986 -12 15 PM

INTERSTATE COMMERCE COMMISSION  
**SUPPLEMENT NO. 51 TO THE CONSOLIDATED,  
AMENDED AND RESTATED EQUIPMENT TRUST AGREEMENT**

**SUPPLEMENT NO. 51**, dated MAY 5, 1984, to the Consolidated, Amended and Restated Equipment Trust Agreement, dated as of January 1, 1982 ("ETC Modification Agreement"), among **FIRST SECURITY BANK OF UTAH, N.A.**, as Trustee ("Trustee"), **ITEL CORPORATION** ("Itel") and **ITEL RAIL CORPORATION**, a Delaware corporation ("Itel Rail").

**WHEREAS**, Itel and First Security Bank of Utah, N.A. are parties to a certain equipment trust agreement dated as of November 1, 1978, which was filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. 11303 on December 22, 1978 ("1978 Series 3 Equipment Trust") and given recordation number 9932; and

**WHEREAS**, the 1978 Series 3 Equipment Trust has been consolidated, amended and restated in the ETC Modification Agreement which was filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C 11303 on September 20, 1983 and given recordation number 14165; and

**WHEREAS**, Itel Rail is the successor in interest to Itel Corporation, Rail Division, pursuant to Itel's Amended Plan of Reorganization which became effective on September 19, 1983; and

**WHEREAS**, Itel Rail and **PROVIDENCE AND WORCESTER RAILROAD COMPANY** ("PW") are parties to a Lease (as defined in the ETC Modification Agreement) of Equipment (as defined in the ETC Modification Agreement) dated as of March 13, 1978 (such Lease, together with any amendments or supplements thereto, called the "PW Lease"), pursuant to which Itel Rail leased to PW certain units of Trust Equipment (as defined in the ETC Modification Agreement) which, at the effective date of the PW Lease, bore reporting marks PW 60001 through and including PW 60300; and

**WHEREAS**, PW, by Assignment dated April 24, 1980, assigned the PW Lease to **WARWICK RAILWAY COMPANY** ("WRWK") with respect to units of Trust Equipment marked PW 60001 through and including PW 60300 ("WRWK Lease"); and

**WHEREAS**, Itel Rail changed the reporting marks of the three hundred (300) units of Trust Equipment from the previous PW 60001 through and including PW 60300 to WRWK 60001 through and including WRWK 60300. Subsequently, three units of Trust Equipment bearing reporting marks WRWK 60050, WRWK 60107 and WRWK 60183 were destroyed; and

**WHEREAS**, Itel Rail, pursuant to its authority under an Agreement (Boxcars), dated September 12, 1980 between PW and Itel Corporation, Rail Division, has entered into a Sublease with **ARKANSAS AND LOUISIANA MISSOURI RAILWAY COMPANY** ("ALM") dated January 24, 1986 for twenty-five (25) units of Trust Equipment,

and for an additional four (4) units of Trust Equipment pursuant to Amendment No. 1 to the Sublease covered by the WRWK Lease; and

**WHEREAS**, Itel Rail has changed the reporting marks of these twenty-nine (29) units of Trust Equipment from the previous WRWK reporting marks to the current ALM reporting marks as set forth in Exhibit A attached hereto; and

**WHEREAS**, Sections 4.07 and 6.07 of the ETC Modification require Itel Rail to file with the Interstate Commerce Commission a statement of current reporting marks substituted for any previous reporting marks of Trust Equipment through remarking of the Trust Equipment.

**NOW, THEREFORE**, pursuant to the covenants and promises contained in the Agreement, the parties agree as follows:

**SECTION 1.** Schedule 1F of the ETC Modification is supplemented by Exhibit A which reflects that the previous twenty-nine (29) WRWK reporting marks have been changed and remarked with the current twenty-nine (29) ALM reporting marks.

**SECTION 2.** The only purposes of this instrument are to notify the Trustee of changes in the reporting marks of Trust Equipment subject to the ETC Modification as set forth in Exhibit A and to supplement Schedules 1A-1G of the ETC Modification. This instrument is not an amendment and it does not otherwise affect the terms and conditions of the ETC Modification Agreement.

SECTION 3. The provisions of this instrument shall be governed by the laws of the State of New York.

(Seal)

Attest:

[Signature]  
Assistant Secretary

ITEL CORPORATION

By:

[Signature]

(Seal)

Attest:

[Signature]  
Howard P. Chabner  
Assistant Secretary

ITEL RAIL CORPORATION

By:

[Signature]  
Desmond P. Hayes  
President

(Seal)

Attest:

[Signature]  
Authorized Officer

FIRST SECURITY BANK OF UTAH, N.A.

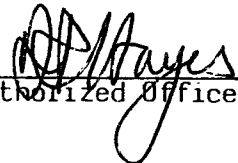
By:

[Signature]  
Authorized Officer

**EXHIBIT A**  
**CERTIFICATE OF REMARKING**

<u>Units of Trust Equipment</u>	<u>Previous WRWK Reporting Marks</u>	<u>Current ALM Reporting Marks</u>
29	60031	1250
	60062	1251
	60067	1252
	60079	1253
	60100	1254
	60108	1255
	60148	1256
	60190	1257
	60226	1258
	60284	1259
	60019	1260
	60044	1261
	60065	1262
	60075	1263
	60232	1264
	60234	1265
	60235	1266
	60239	1267
	60252	1268
	60300	1269
	60111	1270
	60155	1271
	60168	1272
	60191	1273
	60210	1274
	60221	1275
	60225	1276
	60231	1277
	60255	1278

**ITEL RAIL CORPORATION**

By:   
Authorized Officer

STATE OF <sup>CALIFORNIA</sup> ILLINOIS )  
 ) ss.  
COUNTY OF SAN FRANCISCO )

On this 8TH day of MAY, 1986, before me personally appeared RON DAMMEYER, to me personally known, who being by me duly sworn says that such person is PRESIDENT of Itel Corporation, that the foregoing instrument was signed and sealed on behalf of said corporations by authority of their board of directors, and that such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporations.



Josie Villaflores  
Notary Public

My commission expires:

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STATE OF CALIFORNIA )  
 ) ss.  
COUNTY OF SAN FRANCISCO )

On this 5TH day of MAY, 1986, before me personally appeared Desmond P. Hayes, to me personally known, who being by me duly sworn says that such person is President of Itel Rail Corporation, that the foregoing instrument was signed and sealed on behalf of said corporations by authority of their board of directors, and that such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporations.



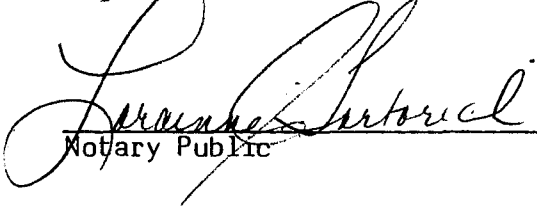
Josie Villaflores  
Notary Public

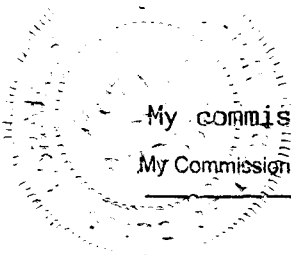
STATE OF UTAH )

) ss. .

COUNTY OF SALT LAKE )

On this 19<sup>th</sup> day of August, 1986, before me personally appeared VAL T. ORTON, to me personally known, who being by me duly sworn says that such person is an authorized Officer of First Security Bank of Utah, N.A, a national banking association, that the foregoing instrument was signed and sealed on behalf of said national banking association signed by authority of its board of directors, and that such person acknowledged that the execution of the foregoing instrument was the free act and deed of said national banking association.

  
Notary Public

My commission expires:

My Commission Expires April 30, 1990